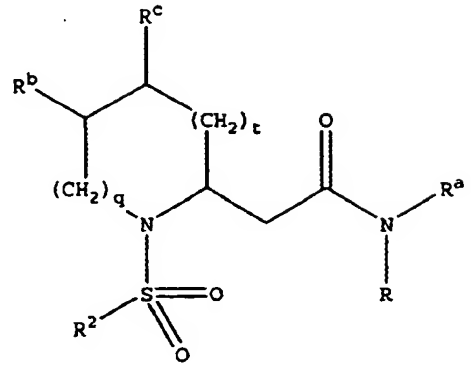
WHAT IS CLAIMED IS:

1. A compound of Formula I'



I'

wherein q is 0-3;

wherein t is 0-2, provided that when t is 2, q is not 3;

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl,

halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl selected from thienyl, imidazolyl and benzofused heteroaryl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, haloalkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^g$, $-COOR^g$, $-C(O)NR^gR^{g'}$, $-NR^gC(O)R^{g'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^g$, $-COOR^g$, $-C(O)NR^gR^{g'}$, and $-NR^gC(O)R^{g'}$;

wherein R^a is independently selected from H and C_{1-4}-alkyl, and

aryl optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^g$, $-COOR^g$, $-C(O)NR^gR^{g'}$, and $-NR^gC(O)R^{g'}$;

wherein each R^b is independently selected from H, oxo, hydroxy, benzyloxy and C_{1-2}-alkyl;

wherein R^c is independently selected from H and C_{1-2}-alkyl; or

wherein R^b and R^c together with the carbon atoms to which they are attached form a 6-membered aryl or heteroaryl ring optionally substituted with one to three groups independently selected from halo, $-NH_2$, $-OH$, $-CN$, $-CF_3$,

(C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

and pharmaceutically acceptable derivatives thereof; provided the basic moiety is not 2-oxo-piperaziny-4-ylmethyl; further provided wherein R^b and R^c do not form a 6-membered aryl when t is 1 and q is 1; further provided the basic substituent is not attached to the bicyclic ring via an oxygen atom; provided R^2 is not 1-methylimidazol-4-yl; .

2. The compound of Claim 1 wherein R is a partially unsaturated carbocyclic ring.

3. The compound of Claim 2 wherein R is 1,2,3,4-tetrahydronaphthyl.

4. The compound of Claim 2 wherein R is indanyl.

5. The compound of Claim 2 wherein R is selected from 1,2,3,4-tetrahydronaphth-1-yl, 1,2,3,4-tetrahydronaphth-2-yl, indan-1-yl and indan-2-yl.

6. The compound of Claim 1 wherein R is partially unsaturated heterocyclyl.

7. The compound of Claim 6 wherein R is chroman.

8. The compound of Claim 6 wherein R is 2,2-dioxo-3,4-dihydro-1H-2,1-benzothiazinyl.

9. The compound of Claim 1 wherein R is chroman-4-yl, 5,6,7,8-tetrahydro-quinazolin-5-yl, 5,6,7,8-tetrahydro-[1,6]naphthyridin-4-yl or 2,2-dioxo-3,4-dihydro-1H-2,1-benzothiazin-4-yl.

10. The compound of Claim 1 wherein

q is 1 or 2;

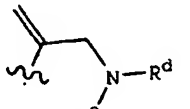
t is 0 or 1;

wherein each R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxolyl, benzofuranyl, benzoxadiazolyl, benzothiadiazolyl, benzothiazolyl, 1H-pyrazolyl, thienyl, isoxazolthienyl, benzothienyl, thieno[3,2-c]pyridinyl, naphthyl, phenyl, pyridinyl, tetrahydroisoquinolinyl, quinolinyl and isoquinolinyl;

wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^a is selected from H and C_{1-2}-alkyl;

wherein R^b and R^c are H;

wherein the basic substituent on R is selected from cycloalkylamino(C_1-C_6)alkyl, cycloalkyl(C_1-C_6)alkylamino(C_1-C_6)alkyl,  , heteroarylamino(C_1-C_6)alkyl, heteroaryl(C_1-C_6)alkylamino(C_1-C_6)alkyl, arylamino(C_1-C_6)alkyl, alkoxyalkylaminoalkyl, hydroxyalkylaminoalkyl, alkenylalkylaminoalkyl, aminocarbonylalkylamino-alkyl, carboxyalkylaminoalkyl, aryl(C_1-C_6)alkylamino(C_1-C_6)alkyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, haloalkylaminoalkyl, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, 5-8 membered nitrogen-containing heterocyclyl, 5-7 membered nitrogen-containing heterocyclyl-alkylaminoalkyl and 5-7 membered heterocyclyl-alkyl; and wherein each of said basic substituents is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$; and

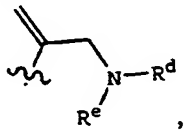
wherein R^d is selected from alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, and H;

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a heterocyclic ring;

and pharmaceutically acceptable derivatives thereof.

11. The compound of Claim 1 wherein R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxol-6-yl, 1-benzofur-2-yl, 2,1,3-benzoxadiazol-4-yl, 2,1,3-benzothiadiazol-4-yl, 1,3-benzothiazol-2-yl, 1H-pyrazol-4-yl, thien-2-yl, 5-isoxazolthien-2-yl, benzothien-2-yl, benzothien-3-yl, thieno[3,2-c]pyridin-2-yl, naphthyl, phenyl, 3-pyridyl, tetrahydroisoquinolyl, quinol-8-yl and isoquinolyl; wherein each R^2 is said optionally substituted; wherein R^a is H; and

wherein the basic substituent on R is selected from $-NH_2$,



, C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein each is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

and pharmaceutically acceptable derivatives thereof.

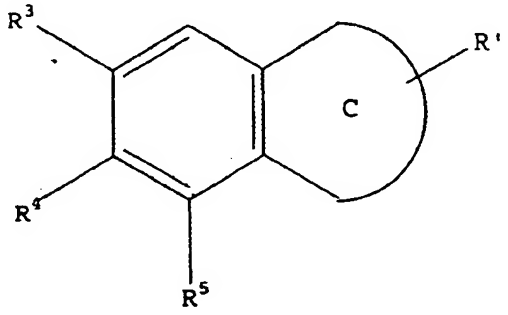
12. The compound of Claim 1 wherein R^a is H.

13. The compound of Claim 1 wherein the basic substituent on R is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-

piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl.

14. The compound of Claim 1 wherein R^b and R^c are joined to form a phenyl ring; and wherein q is 2.

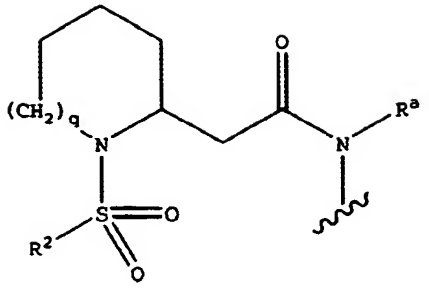
15. A compound of Formula II'



II'

wherein the C ring is a 4- to 7- membered saturated carbocyclic or heterocyclic moiety;

wherein R' is selected from



;

wherein q is 0-3;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl selected from thienyl, imidazolyl and benzofused heteroaryl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, haloalkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^a is independently selected from H and C_{1-4}-alkyl, or

aryl optionally substituted with one to three groups selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^3, R^4 and R^5 are the same or different and represent H, halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, a basic moiety, or

(C_1-C_2)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$; and

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

provided at least one of R^3, R^4 and R^5 is a basic moiety; and pharmaceutically acceptable derivatives thereof.

16. The compound of Claim 15 wherein R^3 and R^5 are H; and wherein R^4 is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, t-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-t-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-t-butyl-N-isopropylylaminomethyl, N,N-

di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;
and pharmaceutically acceptable derivatives thereof.

17. The compound of Claim 15 wherein R^4 and R^5 are H; and wherein R^3 is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl,

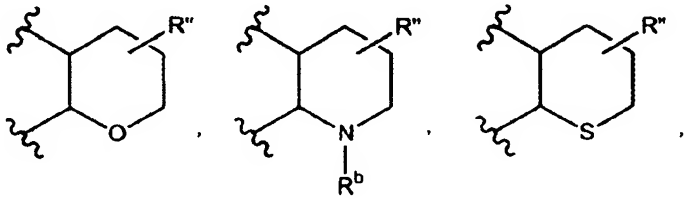
isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-t-butyl-N-methylaminomethyl, N-iso-butyl-N-methylaminomethyl, N-t-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-t-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(t-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, t-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

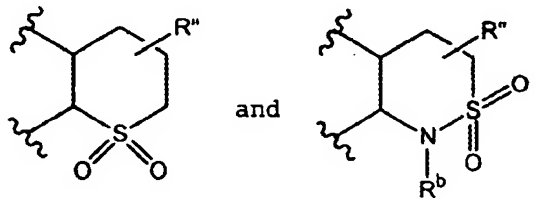
and pharmaceutically acceptable derivatives thereof.

18. The compound of Claim 15 wherein R^3 and R^4 are H; and wherein R^5 is selected from $-NH_2$, aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, t-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-

ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl.

19. The compound of Claim 15 wherein the C ring is selected from



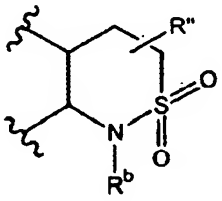


and

wherein R^b is independently selected from R', H and C_{1-2}-alkyl; and

wherein R'' is R' when R^b is hydrogen or C_{1-2}alkyl, or R'' is hydrogen when R^b is R'.

20. The compound of Claim 19 wherein the C ring is



; and

wherein R^b is R'.

21. The compound of Claim 15 wherein R^2 is selected from phenyl-CH=CH-, tetrahydronaphthyl, naphtho[2.3-d]dioxol-6-yl, 1-benzofuran-2-yl, 2,1,3-benzoxadiazol-4-yl, 2,1,3-benzothiadiazol-4-yl, 1,3-benzothiazol-2-yl, 1H-pyrazol-4-yl, thien-2-yl, 5-isoxazolthien-2-yl, benzothien-2-yl, benzothien-3-yl, thieno[3,2-c]pyridin-2-yl, naphthyl, phenyl, 3-pyridyl, tetrahydroisoquinolinyl, quinolinyl and isoquinolinyl;

wherein each R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and (C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, or $-NR^8C(O)R^{8'}$.

22. The compound of Claim 15 wherein R^2 is selected from 2-naphthyl, 1-naphthyl, phenyl, 3-chlorophenyl, 4-chlorophenyl, 3,5-dichlorophenyl, 3,4-dichlorophenyl, 2,4,6-trichlorophenyl, 3-fluorophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3-biphenyl, 4'-chlorophenyl-3-phenyl, 3-methylphenyl, 3-trifluoromethylphenyl, 2-chlorobenzothien-3-yl, and 3-pyridyl; wherein R^2 is optionally substituted with one or more groups selected from halo, $-NH_2$, -OH, $-CO_2H$, (C_1-C_2)alkylamino, (C_1-C_2)alkoxy, (C_1-C_2)alkoxy-(C_1-C_2)alkyl, (C_1-C_2)alkyl, halo(C_1-C_2)alkyl, di(C_1-C_2)alkylamino, and phenyl.

23. The compound of Claim 15 wherein R^8 is H.

24. The compound of Claim 15 wherein R^2 is 2-naphthyl.

25. The compound of Claim 15 wherein R^2 is 3,4-dichlorophenyl.

26. The compound of Claim 15 wherein R^2 is 3-trifluoromethylphenyl.

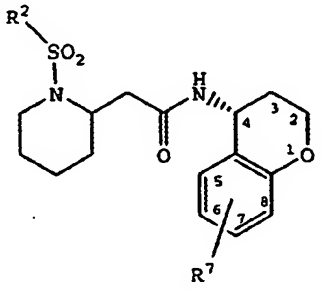
27. The compound of Claim 1 and/or pharmaceutically acceptable derivatives thereof selected from

N-(7-Piperidin-1-ylmethyl-chroman-4-(R)-yl)-2-[1-(3-trifluoromethyl-benzenesulfonyl)-piperidin-2-yl]-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-piperidin-2-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide; and

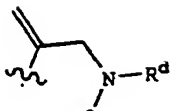
2-[1-(Naphthalene-2-sulfonyl)-pyrrolidin-2-(L)-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide.

28. A compound of Formula III'



III'

wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and



wherein R^7 is selected from , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein the 5-8 membered heterocyclyl-$(CH_2)_p$- optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R^7 is at position 6, 7 or 8; and

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

29. The compound of Claim 28 wherein R^7 is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, t-butylaminomethyl, iso-butylaminomethyl, 1-methylpropylaminomethyl, 2-

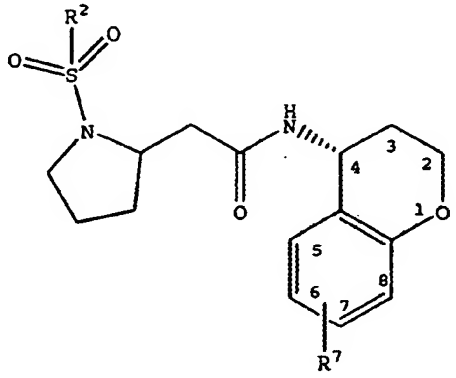
methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-t-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-t-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

30. The compound of Claim 28 wherein R^7 is at position 7.

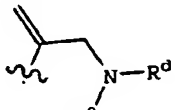
31. The compound of Claim 28 wherein R^2 is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

32. A compound of Formula IV'



IV'

wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and

wherein R^7 is selected from  , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein the 5-8 membered heterocyclyl-$(CH_2)_p$-

optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-6}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R^7 is at position 6, 7 or 8; and

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

33. The compound of Claim 32 wherein R^7 is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, t-butylaminomethyl, iso-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-t-butyl-N-methylaminomethyl, N-iso-butyl-N-methylaminomethyl, N-t-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-t-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(t-butyl)-aminomethyl, N,N-

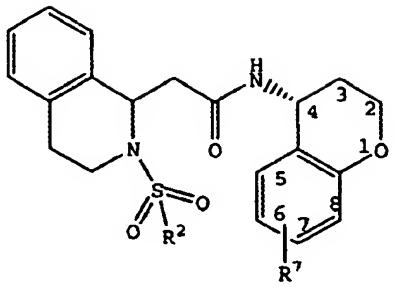
di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

34. The compound of Claim 32 wherein R is at position 7.

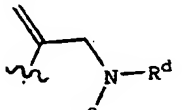
35. The compound of Claim 32 wherein R^2 is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

36. A compound of Formula V'



V'

wherein R^2 is selected from naphthyl, phenyl, pyridinyl, benzothienyl, quinolinyl and isoquinolinyl, and wherein each is optionally substituted with one to three substituents selected from chloro, fluoro, methoxy, methyl, trifluoromethyl, and phenyl; and

wherein R^7 is selected from  , C_{3-6}-cycloalkyl(C_1-C_2)alkylamino(C_1-C_2)alkyl, C_{3-6}-cycloalkylamino(C_1-C_2)alkyl, (C_1-C_2)alkoxy(C_1-C_2)alkylamino(C_1-C_2)alkyl, mono-C_{2-4}-alkenylamino-C_{1-4}-alkyl, di-C_{2-4}-alkenylamino-C_{1-4}-alkyl, hydroxy-C_{1-4}-alkylamino-C_{1-4}-alkyl, aminocarbonyl-C_{1-4}-alkylamino-C_{1-2}-alkyl, mono-C_{1-6}-alkylamino-C_{1-4}-alkyl, di-C_{1-4}-alkylamino-C_{1-4}-alkyl and 5-8 membered heterocyclyl-C_{1-4}-alkyl; wherein the 5-8 membered heterocyclyl-$(CH_2)_p$- optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, =NCN;

wherein R^d is selected from C_{1-5}-alkyl, C_{3-6}-cycloalkyl, C_{3-6}-cycloalkyl-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and H; and

wherein R^e is H; or where R^d and R^e together with the nitrogen atom to which they are attached form a 4-8 membered nitrogen-containing heterocyclic ring;

wherein R^7 is at position 6, 7 or 8; and

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

and pharmaceutically acceptable derivatives thereof.

37. The compound of Claim 36 wherein R^7 is selected from aminomethyl, aminoethyl, aminopropyl, isopropylaminomethyl, *t*-butylaminomethyl, *iso*-butylaminomethyl, 1-methylpropylaminomethyl, 2-methylbutylaminomethyl, 2,2'-dimethylpropylamnomethyl, 2,2',3-trimethylpropylaminomethyl, allyl-aminomethyl, isopropylaminopropyl, 1-(isobutylamino)ethyl, 1-(isopropylamino)-1-methylethyl, N-isopropyl-N-ethylaminomethyl, N-isopropyl-N-methylaminomethyl, N-*t*-butyl-N-methylaminomethyl, N-*iso*-butyl-N-methylaminomethyl, N-*t*-butyl-N-ethylaminomethyl, N-isobutyl-N-methylaminomethyl, N-*t*-butyl-N-isopropylylaminomethyl, N,N-di(isopropyl)aminomethyl, N,N-dimethylaminomethyl, N,N-diethylaminomethyl, N,N-di(*t*-butyl)-aminomethyl, N,N-di(allyl)-aminomethyl, cyclopropylaminomethyl, 1-(cyclopropylamino)ethyl, cyclobutylaminomethyl, 2-(cyclobutylamino)ethyl, 1-(cyclobutylamino)ethyl, cyclopentylaminomethyl, 1-cyclopentylaminoethyl, cyclopropylmethylaminomethyl, hydroxyethylamino-allyl, isopropylamino-allyl, *t*-butylamino-allyl, cyclopropylmethylamino-allyl, piperidin-1-yl-allyl, pyrrolidin-1-yl-allyl, azetidin-1-yl-allyl, 3-

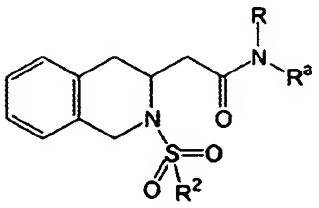
hydroxypyrrolidin-1-yl-allyl, aminocarbonylethylaminomethyl, methoxyethylaminomethyl, 1-(methoxyethylamino)ethyl, 1-piperidinylmethyl, 2-(piperidin-1-yl)ethyl, 3,4-dihydropiperidin-1-ylmethyl, 4-fluoropiperidinylmethyl, 4,4'-difluoropiperidinylmethyl, 4-(piperidin-1-yl)piperidinylmethyl, 3-aminocarbonylpiperidin-1-ylmethyl, 4-(dimethylamino)piperidin-1-ylmethyl, 2,6-dimethylpiperidin-1-ylmethyl, 3,3-dimethylpiperidin-1-ylmethyl, piperidin-1-yl-2-methylethyl, 3-hydroxypiperidin-1-yl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-pyrrolidinylmethyl, 2-methylpyrrolidin-1-ylmethyl, 1-(methylpyrrolidin-1-yl)ethyl, 2,5-dimethylpyrrolidin-1-ylmethyl, 1-azetidinylmethyl, 7-aza-bicyclo[2.2.1]heptyl, piperazin-1-ylmethyl, 4-methylpiperazin-1-ylmethyl, and 1-pyrrolidinylethylaminomethyl;

and pharmaceutically acceptable derivatives thereof.

38. The compound of Claim 36 wherein R is at position 7.

39. The compound of Claim 36 wherein R^2 is 2-naphthyl, 3,4-dichlorophenyl or 3-trifluoromethylphenyl.

40. A compound of Formula VI'



VI'

wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three

groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

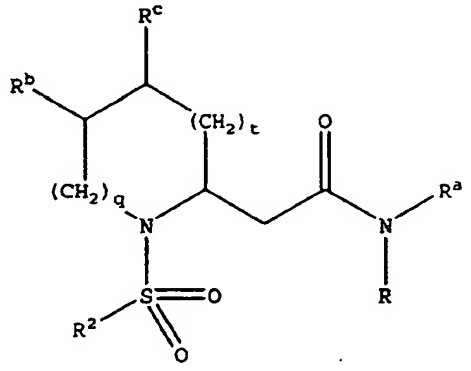
(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$; and

wherein R^a is independently selected from H and C_{1-4}-alkyl, and aryl optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^e$, $-COOR^e$, $-C(O)NR^eR^{e'}$, and $-NR^eC(O)R^{e'}$.

41. The compound of Claim 40 wherein R is selected from 1,2,3,4-tetrahydronaphth-1-yl, 1,2,3,4-tetrahydronaphth-2-yl, indan-1-yl and indan-2-yl, chroman-4-yl, and 2,2-dioxo-3,4-dihydro-1H-2, 1-benzothiazin-4-yl.

42. The compound of Claim 40 R^a is selected from H and (C_1-C_2)alkyl.

43. A compound of Formula I



I

wherein q is 0-3;
wherein t is 0-2, provided that when t is 2, q is not 3;
wherein R is a 9-11 membered fused bicyclic carbocyclic or heterocyclic ring substituted with one to three basic moieties, and optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, $(C_2-$

C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -$COOR^8$, -C(O)$NR^8R^{8'}$, -$NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl or heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -$COOR^8$, -C(O)$NR^8R^{8'}$, and -$NR^8C(O)R^{8'}$;

wherein R^8 and $R^{8'}$ independently are selected from H, and lower alkyl, aryl and heteroaryl, each of which is optionally substituted with one, two or three groups independently selected from lower alkyl, halogen, lower alkoxy, hydroxy, amino, mono- or dialkylamino, and trifluoromethyl;

wherein R^2 is selected from arylalkenyl, aryl, and heterocyclyl, wherein R^2 is optionally substituted with one to five groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -$COOR^8$, -C(O)$NR^8R^{8'}$, -$NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, -NH_2, -OH, -CN, -CF_3, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, -C(O)R^8, -$COOR^8$, -C(O)$NR^8R^{8'}$, and -$NR^8C(O)R^{8'}$;

wherein R^a is independently selected from H and C_{1-4}-alkyl, and

aryl optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

wherein R^b is independently selected from H and C_{1-2}-alkyl; and

wherein R^c is independently selected from H and C_{1-2}-alkyl; or

wherein R^b and R^c may be joined to form a 6-membered aryl or heteroaryl ring optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, $-NR^8C(O)R^{8'}$, and

(C_1-C_6)alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl, each of which is optionally substituted with one to three groups independently selected from halo, $-NH_2$, -OH, -CN, $-CF_3$, (C_1-C_6)alkylamino, halo(C_1-C_6)alkyl, oxo, (C_1-C_6)alkoxy, (C_1-C_6)alkoxy(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, di(C_1-C_6)alkylamino, $-C(O)R^8$, $-COOR^8$, $-C(O)NR^8R^{8'}$, and $-NR^8C(O)R^{8'}$;

and pharmaceutically acceptable derivatives thereof; provided the basic moiety is not 2-oxo-piperaziny-4-ylmethyl.

44. The compound of Claim 1 and/or pharmaceutically acceptable derivatives thereof selected from

N-(7-Piperidin-1-ylmethyl-chroman-4-(R)-yl)-2-[1-(3-trifluoromethyl-benzenesulfonyl)-piperidin-2-yl]-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-piperidin-2-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide;

2-[1-(Naphthalene-2-sulfonyl)-pyrrolidin-2-(L)-yl]-N-(7-piperidin-1-ylmethyl-chroman-4-(R)-yl)-acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-methylphenyl)sulfonyl)-2-piperidinyl)acetamide;

2-((2S)-1-((3-chloro-4-methylphenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

2-((2S)-1-((2,4,6-trimethylphenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(1-piperidinylmethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((2,4,6-trimethylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

2-((2S)-1-((3,4-dichlorophenyl)sulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((cyclobutylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-

(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-methyl-N-((4R)-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-(1,1-dimethylethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-(1,1-dimethylethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((diethylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((isobutylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((4-methyl-3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((cyclopropylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((2-methylbutyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((2-(methyloxy)ethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-

(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((cyclopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((isopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((cyclopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((isopropylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((isobutylmethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-(((diethylamino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R/S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

N-((1R)-6-((4-fluoro-1-piperidinyl)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2R)-1-((4-methylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)acetamide;

2-((2R/S)-1-((4-methylphenyl)sulfonyl)-1,2,3,4-tetrahydro-2-quinolinyl)-N-((1R)-6-(((2-methylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

N-((1R)-6-(((2,2-dimethylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

2-((2S)-1-(1-benzothien-3-ylsulfonyl)-2-piperidinyl)-N-((1R)-6-(((1,1-dimethylethyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

2-((2S)-1-(1-benzothien-3-ylsulfonyl)-2-piperidinyl)-N-((1R)-6-(((2,2-dimethylpropyl)amino)methyl)-1,2,3,4-tetrahydro-1-naphthalenyl)acetamide;

1-(((5R)-5-((((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetyl)amino)-5,6,7,8-tetrahydro-2-naphthalenyl)methyl)-3-piperidinecarboxamide;

N-((4R)-7-(4-morpholinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(7-azabicyclo[2.2.1]hept-7-ylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1R)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-((4-Fluoro-1-piperidinyl)methyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-pyrrolidinyl)acetamide;

N-((4R)-7-((4,4-Difluoro-1-piperidinyl)methyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-pyrrolidinyl)acetamide;

2-((2S)-1-(2-Naphthalenylsulfonyl)-2-piperidinyl)-N-((4R)-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)acetamide;

N-((4R)-6-chloro-7-(1-piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-pyrrolidinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((3R)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-3-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(4-Morpholinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(7-Azabicyclo[2.2.1]hept-7-ylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((1S)-2-((3-(trifluoromethyl)phenyl)sulfonyl)-1,2,3,4-tetrahydro-1-isoquinolinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((4R)-7-(1-Piperidinylmethyl)-3,4-dihydro-2H-chromen-4-yl)-2-((2R)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide;

N-((1R)-6-((1S)-1-methyl-2-(1-piperidinyl)ethyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-

(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide; and

N-((1R)-6-(1-(1-piperidinylmethyl)ethenyl)-1,2,3,4-tetrahydro-1-naphthalenyl)-2-((2S)-1-((3-(trifluoromethyl)phenyl)sulfonyl)-2-piperidinyl)acetamide.

45. A pharmaceutical acceptable salt of a compound of Claim 1.

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46. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

47. ~~46~~. A method of treating pain comprising administering an effective amount of a compound of Claim 1.

48. ~~47~~. A pharmaceutical composition for the treatment of disease conditions mediated by bradykinin, in a mammalian subject, which comprises a therapeutically effective amount of a compound according to Claim 1 and a pharmaceutically acceptable carrier.

49. ~~48~~. A pharmaceutical composition for the treatment of inflammation, rheumatoid arthritis, cystitis, post-traumatic and post ischemic cerebral edema, liver cirrhosis, Alzheimer's disease, cardiovascular disease, pain, common cold, allergies, asthma, pancreatitis, burns, virus infection, head injury, multiple trauma, rhinitis, hepatorenal failure, diabetes, metastasis, pancreatitis, neovascularization, corneal haze, glaucoma, ocular pain, ocular hypertension or angio edema, which comprises a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

50. ~~49~~. A method for the treatment of disease conditions mediated by bradykinin, in a mammalian subject, which comprises administering to said subject a therapeutically effective amount of a compound according to Claim 1.

51. ~~50~~. A method for the treatment of inflammation, rheumatoid arthritis, cystitis, post-traumatic and post ischemic cerebral edema, liver cirrhosis, Alzheimer's disease, cardiovascular disease, pain, common cold, allergies, asthma, pancreatitis, burns, virus infection, head injury, multiple trauma, rhinitis, hepatorenal failure, diabetes, metastasis, pancreatitis, neovascularization, corneal haze, glaucoma, ocular pain, ocular hypertension or angio edema, in a mammalian subject, which comprises administering to said subject a therapeutically effective amount of a compound according to Claim 1.

52. ~~51~~. A pharmaceutical formulation comprising a compound according to Claim 1, a pharmaceutically acceptable carrier and, optionally, one or more other pharmacologically active ingredients.

53. ~~52~~. A method of treating, preventing, or ameliorating a disease or condition associated with B1 activity comprising administering to a human or animal subject a therapeutically effective amount of a compound according to Claim 1.

54. ~~53~~. The method according to claim 52 wherein the disease or condition is selected from the group consisting of inflammation, inflammatory pain, acute pain, dental pain, back pain, lower back pain, pain from trauma, surgical pain, inflammatory bowel disorders, asthma, and allergic rhinitis.

55. ~~54~~. The use of a compound according to Claim 1 in the manufacture of a medicament for the treatment of a disease or condition selected from the group consisting of group consisting of inflammation, inflammatory pain, acute pain, dental pain, back pain, lower back pain, pain from trauma, surgical pain, inflammatory bowel disorders, asthma, and allergic rhinitis.

56. ~~55~~. A compound as in Claim 1 for use in a method of therapeutic treatment for the human or animal body.